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Edward A. Kerben

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June 27, 1995

Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

Re: LIFESTYLE CRUISES INCORPORATED.

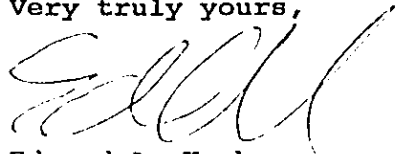
Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation of the above corporation, together with a check in the amount of \$122.50 to cover the following:

Filing fee	\$ 35.00
Certified copy	52.50
Registered Agent	
Designation	35.00
TOTAL:	122.50

Please return the certified copy to this office. Thank you for your attention as to this matter.

Very truly yours,



Edward A. Kerben

EAK/lh

Enclosures

FILED  
95 JUL -5 PM 6:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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B. REGISTERED JUL 1 1995

ARTICLES OF INCORPORATION

OF

LIFESTYLE CRUISES INCORPORATED

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I -- NAME

The name of the corporation shall be LIFESTYLE CRUISES INCORPORATED.

ARTICLE II -- NATURE OF BUSINESS

1. The general nature of the business of the corporation shall be travel and financing.

2. This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III -- PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 7219 INTERNATIONAL DRIVE, ORLANDO, FL 32819.

ARTICLE IV -- CAPITAL STOCK

The capital stock of this corporation shall consist of 100 shares of common stock with a par value of \$5.00.

ARTICLE V -- INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is ALEXANDER J. CAPUTO, 7219 INTERNATIONAL DRIVE, ORLANDO, FLORIDA 32819.

ARTICLE VI -- DIRECTOR

The business of the corporation shall be conducted by a Board of Directors consisting of not less than one (1) director. The name and address of the director is:

ALEXANDER J. CAPUTO  
7219 INTERNATIONAL DRIVE  
ORLANDO, FL 32819

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ARTICLE VII -- INCORPORATOR

The name and address of the incorporator is:

ALEXANDER J. CAPUTO  
7219 INTERNATIONAL DRIVE  
ORLANDO, FL 32819

ARTICLE VIII -- SHAREHOLDERS

The shareholders of this corporation shall have a pre-emptive right to acquire unissued or treasury shares of the corporative convertible into or carrying a right to subscribe to or acquire shares as issued by the corporation.

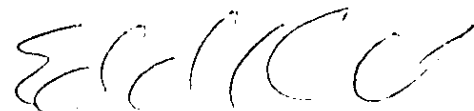
The undersigned have executed these Articles of Incorporation this 28 day of June, 1995.

  
\_\_\_\_\_  
ALEXANDER J. CAPUTO

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 28 day of June, 1995, by ALEXANDER J. CAPUTO, who is personally known to me or who did produce N/A as identification and who did take an oath.

NOTARY PUBLIC

  
Sign \_\_\_\_\_  
Print Edward A. Kerben  
State of Florida at Large (Seal)  
My Commission Expires:



EDWARD ALAN KERBEN  
MY COMMISSION # CC 227805 EXPIRES  
September 19, 1996  
BONDED THRU TROY FAIR INSURANCE, INC.

FILED  
95 JUL -5 PM 6:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is LIFESTYLE CRUISES INCORPORATED.
2. The name and address of the registered agent and office is ALEXANDER J. CAPUTO, 7219 INTERNATIONAL DRIVE, ORLANDO, FLORIDA 32819.

DATE: June 28, 1995

By: 

ALEXANDER J. CAPUTO  
Incorporator/Director

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATE: June 28, 1995

By: 

ALEXANDER J. CAPUTO  
Registered Agent